

UPSU Governing Documents

Trustee Board Bye Law

February 2023

Approval Details

Approved by	Trustee Board	Date	28 th June 2021
Ratified by	Union Council	Date	
Ratified by	SU UEG	Date	13 th July 2021
Admin Update	22 nd February 2023		
Review lead staff member	CEO		

Reviewing this document

This document may be amended with the permission of the Board of Trustees, following pre-approval by Governance and Appointments Committee.

Union Council will then review any significant changes to this Bye-Law prior to any such change taking effect in order to permit the Council the opportunity to provide feedback and raise any concerns in respect of any such change directly with the Union Chief Executive who will refer such feedback and concerns to the Board of Trustees for further consideration.

SU UEG will then review any significant changes to this Bye-Law prior to any such change taking effect in order to permit SU UEG the opportunity to provide feedback and raise any concerns in respect of any such change directly with the Union Chief Executive who will refer such feedback and concerns to the Board of Trustees for further consideration.

1. Appointment of Trustees

- 1.1 The Trustees shall be made up of the following persons:
 - 1.1.1 not more than six Sabbatical Officer Trustees, elected in accordance with Article 22 of the Memorandum and Articles of Association;
 - 1.1.2 not more than four Student Trustees, appointed in accordance with Article 23 of the Memorandum and Articles of Association; and
 - 1.1.3 not more than four External Trustees, appointed in accordance with Article 24 of the Memorandum and Articles of Association.
- 1.2 Trustees shall be elected or appointed as set out in the Memorandum and Articles of Association.

- 1.3 In order to avoid potential conflicts of interest, Student Trustees may not hold positions on Union Council or Accountability Board.
- 1.4 Student Trustees may not be paid members of UPSU staff.
- 1.5 For avoidance of doubt, Student Trustees may be officials of UPSU clubs or societies, course reps or other volunteer positions within UPSU.

2. Other key responsibilities

- 2.1 To work in partnership with other Trustees, the Chief Executive and other senior staff to ensure that the Union has a clear vision, mission and strategic direction and that it is focused on achieving these.
 - 2.1.1 ensure that the Union has a clear vision, mission, purpose and strategic plan that have been agreed by the Board and that there is a common understanding of these by Trustees and staff.
 - 2.1.2 ensure that operational and other plans support the vision, mission and strategic objectives.
 - 2.1.3 set the Chief Executive's annual and longer-term objectives and targets (via the strategic plan) and ensure they support the achievement of the vision, mission and strategic objectives.
- 2.2 To ensure that the Board of Trustees policies support the vision, mission and strategic objectives; and ensure that there are effective mechanisms in place to:
 - 2.2.1 listen to the views of current and future beneficiaries,
 - 2.2.2 review the external environment for changes that might affect the Union,
 - 2.2.3 re-assess the need for the Union and the services it does or could provide; and
 - 2.2.4 review regularly its strategic plan and objectives.
- 2.3 To be responsible, with the other Trustees, for the performance and culture of the Union;
 - 2.3.1 to agree the method for measuring objectively the progress of the Union in relation to its vision, mission, strategic objectives, plans and annual targets and to regularly receive reports on the performance of the Union,

- 2.3.2 to ensure that the fundamental values and guiding principles of the Union are articulated and reflected throughout the organisation,
 - 2.3.3 to ensure that the views of beneficiaries on the performance of the Union are regularly gathered and considered by the Board,
 - 2.3.4 to receive regular reports from the Chief Executive on progress towards agreed strategic objectives,
 - 2.3.5 to hold the Chief Executive to account for the management and administration of the Union,
 - 2.3.6 to ensure that the Chief Executive receives regular, constructive feedback on his/her performance in managing the Union and in meeting his/her annual and longer-term targets and objectives,
 - 2.3.7 to ensure that the Chief Executive develops a learning organisation and that staff and volunteers review their own performance and regularly receive feedback,
 - 2.3.8 to articulate the values of the Union,
 - 2.3.9 to agree the Board of Trustees Policies; and
 - 2.3.10 to ensure that there are mechanisms for students, employees, volunteers and other individuals, groups or organisations to bring to the attention of the Trustees any activity that threatens the property of the Union.
- 2.4 To ensure that the Union complies with all legal and regulatory requirements;
- 2.4.1 to be aware of and to ensure that the Union complies with all legal, regulatory and statutory requirements,
 - 2.4.2 to maintain familiarity with the rules and documents that govern the Union to ensure that the Union complies with its governing instruments and to review these regularly,
 - 2.4.3 to agree the levels of delegated authority to ensure that these are recorded in writing by means of minutes, terms of reference for Board committees and sub-committees, job descriptions for Trustees, key staff, volunteers etc. and to ensure that there are clear reporting procedures which are also recorded in writing and complied,
 - 2.4.4 to ensure that the responsibilities delegated to the Chief Executive are clearly expressed and understood and directions given to him/her come from the Board of Trustees as a whole.

- 2.5 To be guardians of all of the Union's assets, both tangible and intangible, taking all due care over their security, deployment and proper application:
 - 2.5.1 To ensure that the Union has satisfactory control systems and procedures in place for holding in trust, the beneficiaries' monies, properties and other assets and to ensure that monies are invested to the maximum benefit of the Union, within the constraints of the law, ethical and other Policies laid down by the Board of Trustees,
 - 2.5.2 to ensure that the major risks to which the Union is exposed are reviewed annually and that systems have been established to mitigate or minimise these risks,
 - 2.5.3 to ensure that the income and property of the Union is applied for the purposes set out in the governing document and for no other purpose and with complete fairness between persons who are properly qualified to benefit,
 - 2.5.4 to act reasonably, prudently and collectively in all matters relating to the Union and always to act in the interests of the Union,
 - 2.5.5 to be accountable for the solvency and continuing effectiveness of the Union and the preservation of its endowments,
 - 2.5.6 to exercise effective overall control of the Union's financial affairs and to ensure that the way in which the Union is administered is not open to abuse by unscrupulous associates, employees or volunteers; and that the systems of control are rigorous and constantly maintained through regular evaluation and improvement in the light of experience,
 - 2.5.7 to ensure that intangible assets such as organisational knowledge and expertise, intellectual property, the Union's good name and reputation etc. are properly valued, utilised and safeguarded,
 - 2.5.8 to ensure that all income due to the Union is received and that all tax benefits are obtained and all rating relief due is claimed.
- 2.6 To ensure that the Union's governance is of the highest possible standard;
 - 2.6.1 to ensure that the Union has a governance structure that is appropriate to an organisation of its size, complexity, stage of development and its charitable objects and that it enables the Trustees to fulfil their responsibilities,
 - 2.6.2 to reflect on the Board of Trustees performance and that of individual Trustees,

- 2.6.3 to ensure that the Board of Trustees has the skills required to govern the Union well and has access to relevant external, professional advice and expertise,
- 2.6.4 to ensure that there is a systematic, open and fair procedure for the election or recruitment of Trustees,
- 2.6.5 to ensure that there are succession plans for the Trustees and the Chief Executive where possible,
- 2.6.6 to participate in individual and collective development and training of Trustees,
- 2.6.7 to abide by, and review, the code of conduct for Trustees,
- 2.6.8 to ensure that major decisions and Board Policies are made by the Trustees acting collectively.

3. Committees

- 3.1 The following committees have been established by the Trustees in accordance with their powers under Articles 32 and 33.1:
 - 3.1.1 Leadership Group;
 - 3.1.2 Governance & Staffing Committee; and
 - 3.1.3 Finance, Audit and Risk Committee;
- 3.2 Terms of Reference for Committees are included as Appendices to this Bye-Law. Terms of Reference do not form part of the Bye-Laws and may be amended by approval of the Board of Trustees.

Committee Terms of Reference

Leadership Group

Purpose of Committee

The Leadership Group's responsibility shall not include the duties of the Trustees as set out in the Trustee Board Bye-law but shall include the coordination of UPSU's operational and policy objectives so far as these responsibilities have not been delegated to another committee.

Details

Membership	<ul style="list-style-type: none"> • President • VP Education • VP Activities • VP Wellbeing and Diversity • Chief Executive • Director of Commercial Services • Director of Finance • Director of Student Experience
Chair	The Chief Executive will chair the meetings.
Reporting	The Leadership Group will provide regular reports on the work of the SU, the implementation of strategic plans and progress towards strategic objectives and any exceptional matter which might require the attention of the Board of Trustees.
Frequency	The Committee shall normally meet monthly throughout the year.

Duties

General	<ol style="list-style-type: none"> 1. The Leadership Group will make recommendations to the Board of Trustees on strategic issues and matters which may require significant investment of the Union's finances or staff time. 2. The Leadership Group is responsible for ensuring progress towards the strategic plan. 3. The Leadership Group will make financial decisions in line with the Scheme of Delegated Authority 4. There will be a formal agenda for meetings including consideration of minutes from the UPSU Health and Safety Committee. 5. Major decisions will be reported to the Board of Trustees.
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Committee Terms of Reference

Finance, Audit and Risk Committee

Purpose of Committee

Responsibility is delegated by the Board of Trustees to the Finance, Audit and Risk Committee regarding the oversight and development of financial management in line with authorisation limits set out in the Scheme of Delegated Authority (SODA). The Committee also has delegated responsibility to ensure the management of UPSU's overall risk profile.

Details

Membership	<ul style="list-style-type: none"> • Two External Trustees • Two Sabbatical Trustees • One Student Trustee • Other co-opted members as may, from time to time be requested by the committee or the Board of Trustees.
In attendance	The UPSU Chief Executive and Director of Finance will be required to attend all meetings. Other Directors of the Students' Union may be asked to attend by the Committee as required.
Chair	One of the External Trustees will be appointed by the Board as the Chair of the Committee. In their absence another Trustee will be asked to take the Chair.
Quorum	The quorum shall be not less than three Trustees, one of whom must be an External Trustee and one of whom must be a Sabbatical Trustee.
Reporting	Minutes of the meeting are included in the papers for the next Trustee Board meeting.
Frequency	The Committee shall normally meet 4 times per year.

Duties

General	<p>To receive and approve UPSU's annual budget and other financial plans. To forward to the Board of Trustees for final sign-off.</p> <p>To annually review UPSU's annual audited accounts and forward for approval by the Board of Trustees.</p> <p>To receive and monitor quarterly finance reports from the Director of Finance.</p>
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To receive proposals and updates for all Capital Projects and new venture proposals in line with spending limits identified in the SODA.

To ensure financial regulations are in place and effectively implemented across the organisation. To review such regulations as appropriate but formally at least once every three years.

To propose the reserves policy for the organisation for approval by the Board of Trustees.

To approve investment policies for UPSU and monitor investment returns to maximise income.

To lead and oversee a process to tender the audit contract for UPSU and recommend the appointment of auditors to the Board of Trustees.

Committee Terms of Reference

Governance and Staffing Committee

Purpose of Committee

Responsibility is delegated by the Board of Trustees to the Governance and Staffing Committee regarding the process for all Student and External appointments to the Board of Trustees and for the induction and training programmes for all trustees. The Committee is also responsible for the oversight of strategic HR issues including the development of a new people strategy and related policies and procedures and for overseeing all aspects of the recruitment, selection, induction, appraisal and on-going support for the Chief Executive.

Details

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In attendance	The UPSU Chief Executive will be required to attend all meetings. Other Directors of the Students' Union may be asked to attend by the Committee as required.
Chair	One of the External Trustees will be appointed by the Board as the Chair of the Committee. In their absence another Trustee will be asked to take the Chair.
Quorum	The quorum shall be not less than two Trustees.
Reporting	Minutes of the meeting are included in the papers for the next Trustee Board meeting.
Frequency	The Committee shall normally meet 4 times per year.

Duties

General	<p>To oversee the recruitment of External and Student Trustees.</p> <p>To ensure induction programmes are in place for all new trustees.</p> <p>To arrange training for the Board on an annual basis.</p> <p>To ensure Board review processes are in place.</p>
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To be responsible for all aspects of the recruitment process for the Chief Executive.

To be responsible for the induction programme for the Chief Executive.

To be responsible for the annual appraisal of the Chief Executive.

To develop and monitor an UPSU people strategy.

To receive reports covering strategic HR and staffing issues.

To receive and consider proposals for staff restructures.